



Companies Act 1985

CHAPTER 6

COMPANIES ACT 1985

PART I

FORMATION AND REGISTRATION OF COMPANIES ; JURIDICAL STATUS AND MEMBERSHIP

CHAPTER I

COMPANY FORMATION

Memorandum of association

- 1 Mode of forming incorporated company
- 2 Requirements with respect to memorandum
- 3 Forms of memorandum
- 4 Resolution to alter objects
- 5 Procedure for objecting to alteration
- 6 Provisions supplementing ss. 4, 5

Articles of association

- 7 Articles prescribing regulations for companies
- 8 Tables A, C, D and E
- 9 Alteration of articles by special resolution

Registration and its consequences

- 10 Documents to be sent to registrar
- 11 Minimum authorised capital (public companies)
- 12 Duty of registrar
- 13 Effect of registration
- 14 Effect of memorandum and articles

Status: This is the original version (as it was originally enacted).

- 15 Memorandum and articles of company limited by guarantee
- 16 Effect of alteration on company's members
- 17 Conditions in memorandum which could have been in articles
- 18 Amendments of memorandum or articles to be registered
- 19 Copies of memorandum and articles to be given to members
- 20 Issued copy of memorandum to embody alterations
- 21 Registered documentation of Welsh companies

A company's membership

- 22 Definition of " member "
- 23 Membership of holding company
- 24 Minimum membership for carrying on business

CHAPTER II

COMPANY NAMES

- 25 Name as stated in memorandum
- 26 Prohibition on registration of certain names
- 27 Alternatives of statutory designations
- 28 Change of name
- 29 Regulations about names
- 30 Exemption from requirement of " limited " as part of the name
- 31 Provisions applying to company exempt under s. 30
- 32 Power to require company to abandon misleading name
- 33 Prohibition on trading under misleading name
- 34 Penalty for improper use of " limited " or " cyfyngedig "

CHAPTER III

A COMPANY'S CAPACITY ; FORMALITIES OF CARRYING ON BUSINESS

- 35 Company's capacity: power of directors to bind it
- 36 Form of company contracts
- 37 Bills of exchange and promissory notes
- 38 Execution of deeds abroad
- 39 Power of company to have official seal for use abroad
- 40 Official seal for share certificates, etc.
- 41 Authentication of documents
- 42 Events affecting a company's status

PART II

RE-REGISTRATION AS A MEANS OF ALTERING A COMPANY'S STATUS

Private company becoming public

- 43 Re-registration of private company as public
- 44 Consideration for shares recently allotted to be valued
- 45 Additional requirements relating to share capital
- 46 Meaning of " unqualified report " in s. 43(3)
- 47 Certificate of re-registration under s. 43
- 48 Modification for unlimited company re-registering

Limited company becoming unlimited

- 49 Re-registration of limited company as unlimited
- 50 Certificate of re-registration under s. 49

Unlimited company becoming limited

- 51 Re-registration of unlimited company as limited
- 52 Certificate of re-registration under s. 51

Public company becoming private

- 53 Re-registration of public company as private
- 54 Litigated objection to resolution under s. 53
- 55 Certificate of re-registration under s. 53

PART III

CAPITAL ISSUES

CHAPTER I

ISSUES BY COMPANIES REGISTERED, OR TO BE REGISTERED, IN GREAT BRITAIN

The prospectus

- 56 Matters to be stated, and reports to be set out, in prospectus
- 57 Attempted evasion of s. 56 to be void
- 58 Document offering shares etc. for sale deemed a prospectus
- 59 Rule governing what is an "offer to the public"
- 60 Exceptions from rule in s. 59
- 61 Prospectus containing statement by expert
- 62 Meaning of "expert"
- 63 Prospectus to be dated

Registration of prospectus

- 64 Registration requirement applicable in all cases
- 65 Additional requirements in case of prospectus issued generally

Liabilities and offences in connection with prospectus

- 66 Directors, etc. exempt from liability in certain cases
- 67 Compensation for subscribers misled by statement in prospectus
- 68 Exemption from s. 67 for those acting with propriety
- 69 Indemnity for innocent director or expert
- 70 Criminal liability for untrue statements

Supplementary

- 71 Interpretation for ss. 56 to 70

CHAPTER II

ISSUES BY COMPANIES INCORPORATED, OR TO BE INCORPORATED, OUTSIDE GREAT BRITAIN

- 72 Prospectus of oversea company

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

- 73 Attempted evasion of s. 72 to be void
- 74 Prospectus containing statement by expert
- 75 Restrictions on allotment to be secured in prospectus
- 76 Stock exchange certificate exempting from compliance with Sch. 3
- 77 Registration of oversea prospectus before issue
- 78 Consequences (criminal and civil) of non-compliance with ss. 72 to 77
- 79 Supplementary

PART IV

ALLOTMENT OF SHARES AND DEBENTURES

General provisions as to allotment

- 80 Authority of company required for certain allotments
- 81 Restriction on public offers by private company
- 82 Application for, and allotment of, shares and debentures
- 83 No allotment unless minimum subscription received
- 84 Allotment where issue not fully subscribed
- 85 Effect of irregular allotment
- 86 Allotment of shares, etc. to be dealt in on stock exchange
- 87 Operation of s. 86 where prospectus offers shares for sale
- 88 Return as to allotments, etc.

Pre-emption rights

- 89 Offers to shareholders to be on pre-emptive basis
- 90 Communication of pre-emption offers to shareholders
- 91 Exclusion of ss. 89, 90 by private company
- 92 Consequences of contravening ss. 89, 90
- 93 Saving for other restrictions as to offers
- 94 Definitions for ss. 89-96
- 95 Disapplication of pre-emption rights
- 96 Saving for company's pre-emption procedure operative before 1982

Commissions and discounts

- 97 Power of company to pay commissions
- 98 Apart from s. 97, commissions and discounts barred

Amount to be paid for shares; the means of payment

- 99 General rules as to payment for shares on allotment
- 100 Prohibition on allotment of shares at a discount
- 101 Shares to be allotted as at least one-quarter paid-up
- 102 Restriction on payment by long-term undertaking
- 103 Non-cash consideration to be valued before allotment
- 104 Transfer to public company of non-cash asset in initial period
- 105 Agreements contravening s. 104
- 106 Shares issued to subscribers of memorandum
- 107 Meaning of " the appropriate rate "

Valuation provisions

- 108 Valuation and report (s. 103)
- 109 Valuation and report (s. 104)

- 110 Entitlement of valuer to full disclosure
- 111 Matters to be communicated to registrar

Other matters arising out of allotment &c

- 112 Liability of subsequent holders of shares allotted
- 113 Relief in respect of certain liabilities under ss. 99 ff
- 114 Penalty for contravention
- 115 Undertakings to do work, etc.
- 116 Application of ss. 99 ff to special cases

PART V

SHARE CAPITAL, ITS INCREASE, MAINTENANCE AND REDUCTION

CHAPTER I

GENERAL PROVISIONS ABOUT SHARE CAPITAL

- 117 Public company share capital requirements
- 118 The authorised minimum
- 119 Provision for different amounts to be paid on shares
- 120 Reserve liability of limited company
- 121 Alteration of share capital (limited companies)
- 122 Notice to registrar of alteration
- 123 Notice to registrar of increased share capital
- 124 Reserve capital of unlimited company

CHAPTER II

CLASS RIGHTS

- 125 Variation of class rights
- 126 Saving for court's powers under other provisions
- 127 Shareholders' right to object to variation
- 128 Registration of particulars of special rights
- 129 Registration of newly created class rights

CHAPTER III

SHARE PREMIUMS

- 130 Application of share premiums
- 131 Merger relief
- 132 Relief in respect of group reconstructions
- 133 Provisions supplementing ss. 131, 132
- 134 Provision for extending or restricting relief from s. 130

CHAPTER IV

REDUCTION OF SHARE CAPITAL

- 135 Special resolution for reduction of share capital
- 136 Application to court for order of confirmation

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

- 137 Court order confirming reduction
- 138 Registration of order and minute of reduction
- 139 Public company reducing capital below authorised minimum
- 140 Liability of members on reduced shares
- 141 Penalty for concealing name of creditor, etc.

CHAPTER V

MAINTENANCE OF CAPITAL

- 142 Duty of directors on serious loss of capital
- 143 General rule against company acquiring own shares
- 144 Acquisition of shares by company's nominee
- 145 Exceptions from s. 144
- 146 Treatment of shares held by or for public company
- 147 Matters arising out of compliance with s. 146(2)
- 148 Further provisions supplementing ss. 146, 147
- 149 Sanctions for non-compliance
- 150 Charges of public companies on own shares

CHAPTER VI

FINANCIAL ASSISTANCE BY A COMPANY FOR ACQUISITION OF ITS OWN SHARES

Provisions applying to both public and private companies

- 151 Financial assistance generally prohibited
- 152 Definitions for this Chapter
- 153 Transactions not prohibited by s. 151
- 154 Special restriction for public companies

Private companies

- 155 Relaxation of s. 151 for private companies
- 156 Statutory declaration under s. 155
- 157 Special resolution under s. 155
- 158 Time for giving financial assistance under s. 155

CHAPTER VII

REDEEMABLE SHARES ; PURCHASE BY A COMPANY OF ITS OWN SHARES

Redemption and purchase generally

- 159 Power to issue redeemable shares
- 160 Financing, etc., of redemption
- 161 Stamp duty on redemption of shares
- 162 Power of company to purchase own shares
- 163 Definitions of " off-market" and " market " purchase
- 164 Authority for off-market purchase
- 165 Authority for contingent purchase contract
- 166 Authority for market purchase
- 167 Assignment or release of company's right to purchase own shares

- 168 Payments apart from purchase price to be made out of distributable profits
- 169 Disclosure by company of purchase of own shares
- 170 The capital redemption reserve

Redemption or purchase of own shares out of capital (private companies only)

- 171 Power of private companies to redeem or purchase own shares out of capital
- 172 Availability of profits for purposes of s. 171
- 173 Conditions for payment out of capital
- 174 Procedure for special resolution under s. 173
- 175 Publicity for proposed payment out of capital
- 176 Objections by company's members or creditors
- 177 Powers of court on application under s. 176

Supplementary

- 178 Effect of company's failure to redeem or purchase
- 179 Power for Secretary of State to modify this Chapter
- 180 Transitional cases arising under this Chapter; and savings
- 181 Definitions for Chapter VII

CHAPTER VIII

MISCELLANEOUS PROVISIONS ABOUT SHARES AND DEBENTURES

Share and debenture certificates, transfers and warrants

- 182 Nature, transfer and numbering of shares
- 183 Transfer and registration
- 184 Certification of transfers
- 185 Duty of company as to issue of certificates
- 186 Certificate to be evidence of title
- 187 Evidence of grant of probate or confirmation as executor
- 188 Issue and effect of share warrant to bearer
- 189 Offences in connection with share warrants (Scotland)

Debentures

- 190 Register of debenture holders
- 191 Right to inspect register
- 192 Liability of trustees of debentures
- 193 Perpetual debentures
- 194 Power to re-issue redeemed debentures
- 195 Contract to subscribe for debentures
- 196 Payment of debts out of assets subject to floating charge (England and Wales)
- 197 Debentures to bearer (Scotland)

PART VI

DISCLOSURE OF INTERESTS IN SHARES

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

Individual and group acquisitions

- 198 Obligation of disclosure: the cases in which it may arise and " the relevant time "
- 199 Interests to be disclosed
- 200 " Percentage level" in relation to notifiable interests
- 201 The notifiable percentage
- 202 Particulars to be contained in notification
- 203 Notification of family and corporate interests
- 204 Agreement to acquire interests in a particular company
- 205 Obligation of disclosure arising under s. 204
- 206 Obligation of persons acting together to keep each other informed
- 207 Interests in shares by attribution
- 208 Interests in shares which are to be notified
- 209 Interests to be disregarded
- 210 Other provisions about notification under this Part

Registration and investigation of share acquisitions and disposals

- 211 Register of interests in shares
- 212 Company investigations
- 213 Registration of interests disclosed under s. 212
- 214 Company investigation on requisition by members
- 215 Company report to members
- 216 Penalty for failure to provide information
- 217 Removal of entries from register
- 218 Otherwise, entries not to be removed
- 219 Inspection of register and reports

Supplementary

- 220 Definitions for Part VI

PART VII

ACCOUNTS AND AUDIT

CHAPTER I

PROVISIONS APPLYING TO COMPANIES GENERALLY

Accounting records

- 221 Companies to keep accounting records
- 222 Where and for how long records to be kept
- 223 Penalties for non-compliance with ss. 221, 222

A company's accounting reference periods and financial year

- 224 Accounting reference period and date
- 225 Alteration of accounting reference period
- 226 Consequence of giving notice under s. 225
- 227 Directors' duty to prepare annual accounts

Form and content of company individual and group accounts

- 228 Form and content of individual accounts

- 229 Group accounts of holding company
- 230 Form and content of group accounts
- 231 Additional disclosure required in notes to accounts
- 232 Loans in favour of directors and connected persons
- 233 Loans etc. to company's officers; statement of amounts outstanding
- 234 Recognised banks: disclosure of dealings with and for directors

Directors' and auditors' reports

- 235 Directors' report
- 236 Auditors' report
- 237 Auditors' duties and powers

Procedure on completion of accounts

- 238 Signing of balance sheet; documents to be annexed
- 239 Documents to be included in company's accounts
- 240 Persons entitled to receive accounts as of right
- 241 Directors' duty to lay and deliver accounts
- 242 Period allowed for laying and delivery
- 243 Penalty for non-compliance with s. 241
- 244 Default order in case of non-compliance
- 245 Penalty for laying or delivering defective accounts
- 246 Shareholders' right to obtain copies of accounts

Modified accounts

- 247 Entitlement to deliver accounts in modified form
- 248 Qualification of company as small or medium-sized
- 249 Modified individual accounts
- 250 Modified accounts of holding company
- 251 Power of Secretary of State to modify ss. 247-250 and Sch. 8

Dormant companies

- 252 Company resolution not to appoint auditors
- 253 Laying and delivery of unaudited accounts

Publication of accounts

- 254 Publication of full company accounts
- 255 Publication of abridged accounts

Supplementary

- 256 Power of Secretary of State to alter accounting requirements

CHAPTER II

ACCOUNTS OF BANKING, SHIPPING AND INSURANCE COMPANIES

- 257 Special category companies and their accounts
- 258 Special category individual accounts
- 259 Special category group accounts
- 260 Notes to special category accounts
- 261 Directors' report

262 Auditors' report

PART VIII

DISTRIBUTION OF PROFITS AND ASSETS

Limits of company's power of distribution

- 263 Certain distributions prohibited
- 264 Restriction on distribution of assets
- 265 Other distributions by investment companies
- 266 Meaning of " investment company "
- 267 Extension of ss. 265, 266 to other companies
- 268 Realised profits of insurance company with long term business
- 269 Treatment of development costs

Relevant accounts

- 270 Distribution to be justified by reference to company's accounts
- 271 Requirements for last annual accounts
- 272 Requirements for interim accounts
- 273 Requirements for initial accounts
- 274 Method of applying s. 270 to successive distributions
- 275 Treatment of assets in the relevant accounts
- 276 Distributions in kind

Supplementary

- 277 Consequences of unlawful distribution
- 278 Saving for provision in articles operative before Act of 1980
- 279 Distributions by special category companies
- 280 Definitions for Part VIII
- 281 Saving for other restraints on distribution

PART IX

A COMPANY'S MANAGEMENT ; DIRECTORS AND SECRETARIES ; THEIR QUALIFICATIONS, DUTIES AND RESPONSIBILITIES

Officers and registered office

- 282 Directors
- 283 Secretary
- 284 Acts done by person in dual capacity
- 285 Validity of acts of directors
- 286 Qualifications of company secretaries
- 287 Registered office
- 288 Register of directors and secretaries
- 289 Particulars of directors to be registered under s. 288
- 290 Particulars of secretaries to be registered under s. 288

Provisions governing appointment of directors

- 291 Share qualification of directors
- 292 Appointment of directors to be voted on individually
- 293 Age limit for directors
- 294 Duty of director to disclose his age

Disqualification

- 295 Disqualification orders: introductory
- 296 Disqualification on conviction of indictable offence
- 297 Disqualification for persistent default under Companies Acts
- 298 Disqualification for fraud etc. in winding up
- 299 Disqualification on summary conviction
- 300 Disqualification by reference to association with insolvent companies
- 301 Register of disqualification orders
- 302 Provision against undischarged bankrupt acting as director etc.

Removal of directors

- 303 Resolution to remove director
- 304 Director's right to protest removal

Other provisions about directors and officers

- 305 Directors' names on company correspondence, etc.
- 306 Limited company may have directors with unlimited liability
- 307 Special resolution making liability of directors unlimited
- 308 Assignment of office by directors
- 309 Directors to have regard to interests of employees
- 310 Provisions exempting officers and auditors from liability

PART X

ENFORCEMENT OF FAIR DEALING BY DIRECTORS

Restrictions on directors taking financial advantage

- 311 Prohibition on tax-free payments to directors
- 312 Payment to director for loss of office, etc.
- 313 Company approval for property transfer
- 314 Director's duty of disclosure on takeover, etc.
- 315 Consequences of non-compliance with s. 314
- 316 Provisions supplementing ss. 312-315
- 317 Directors to disclose interest in contracts
- 318 Directors' service contracts to be open to inspection
- 319 Director's contract of employment for more than 5 years
- 320 Substantial property transactions involving directors, etc.
- 321 Exceptions from s. 320
- 322 Liabilities arising from contravention of s. 320

Share dealings by directors and their families

- 323 Prohibition on directors dealing in share options
- 324 Duty of director to disclose shareholdings in own company
- 325 Register of directors' interests notified under s. 324
- 326 Sanctions for non-compliance
- 327 Extension of s. 323 to spouses and children
- 328 Extension of s. 324 to spouses and children
- 329 Duty to notify stock exchange of matters notified under preceding sections

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

*Restrictions on a company's power to make loans,
etc., to directors and persons connected with them*

- 330 General restriction on loans etc. to directors and persons connected with them
- 331 Definitions for ss. 330 ff
- 332 Short-term quasi-loans
- 333 Inter-company loans in same group
- 334 Loans of small amounts
- 335 Minor and business transactions
- 336 Transactions at behest of holding company
- 337 Funding of director's expenditure on duty to company
- 338 Loan or quasi-loan by money-lending company
- 339 " Relevant amounts " for purposes of ss. 334 ff
- 340 " Value " of transactions and arrangements
- 341 Civil remedies for breach of s. 330
- 342 Criminal penalties for breach of s. 330
- 343 Record of transactions not disclosed in company accounts
- 344 Exceptions from s. 343

Supplementary

- 345 Power to increase financial limits
- 346 " Connected persons ", etc.
- 347 Transactions under foreign law

PART XI

COMPANY ADMINISTRATION AND PROCEDURE

CHAPTER I

COMPANY IDENTIFICATION

- 348 Company name to appear outside place of business
- 349 Company's name to appear in its correspondence, etc.
- 350 Company seal
- 351 Particulars in correspondence etc.

CHAPTER II

REGISTER OF MEMBERS

- 352 Obligation to keep and enter up register
- 353 Location of register
- 354 Index of members
- 355 Entries in register in relation to share warrants
- 356 Inspection of register and index
- 357 Non-compliance with ss. 353, 354, 356; agent's default
- 358 Power to close register
- 359 Power of court to rectify register
- 360 Trusts not to be entered on register in England and Wales
- 361 Register to be evidence
- 362 Overseas branch registers

CHAPTER III

ANNUAL RETURN

- 363 Annual return (company having a share capital)
- 364 Annual return (company not having a share capital)
- 365 Time for completion of annual return

CHAPTER IV

MEETINGS AND RESOLUTIONS

Meetings

- 366 Annual general meeting
- 367 Secretary of State's power to call meeting in default
- 368 Extraordinary general meeting on members' requisition
- 369 Length of notice for calling meetings
- 370 General provisions as to meetings and votes
- 371 Power of court to order meeting
- 372 Proxies
- 373 Right to demand a poll
- 374 Voting on a poll
- 375 Representation of corporations at meetings

Resolutions

- 376 Circulation of members' resolutions
- 377 In certain cases, compliance with s. 376 not required
- 378 Extraordinary and special resolutions
- 379 Resolution requiring special notice
- 380 Registration, etc. of resolutions and agreements
- 381 Resolution passed at adjourned meeting

Records of proceedings

- 382 Minutes of meetings
- 383 Inspection of minute books

CHAPTER V

AUDITORS

- 384 Annual appointment of auditors
- 385 Remuneration of auditors
- 386 Removal of auditors
- 387 Auditors' right to attend company meetings
- 388 Supplementary provisions as to auditors
- 389 Qualification for appointment as auditor
- 390 Resignation of auditors
- 391 Right of resigning auditor to requisition company meeting
- 392 Powers of auditors in relation to subsidiaries
- 393 False statements to auditors
- 394 Auditors of trade unions

PART XII

REGISTRATION OF CHARGES

CHAPTER I

REGISTRATION OF CHARGES (ENGLAND AND WALES)

- 395 Certain charges void if not registered
- 396 Charges which have to be registered
- 397 Formalities of registration (debentures)
- 398 Verification of charge on property outside United Kingdom
- 399 Company's duty to register charges it creates
- 400 Charges existing on property acquired
- 401 Register of charges to be kept by registrar of companies
- 402 Endorsement of certificate on debentures
- 403 Entries of satisfaction and release
- 404 Rectification of register of charges
- 405 Registration of enforcement of security
- 406 Companies to keep copies of instruments creating charges
- 407 Company's register of charges
- 408 Right to inspect instruments which create charges, etc.
- 409 Charges on property in England and Wales created by oversea company

CHAPTER II

REGISTRATION OF CHARGES (SCOTLAND)

- 410 Charges void unless registered
- 411 Charges on property outside United Kingdom
- 412 Negotiable instrument to secure book debts
- 413 Charges associated with debentures
- 414 Charge by way of ex facie absolute disposition, etc.
- 415 Company's duty to register charges created by it
- 416 Duty to register charges existing on property acquired
- 417 Register of charges to be kept by registrar of companies
- 418 Certificate of registration to be issued
- 419 Entries of satisfaction and relief
- 420 Rectification of register
- 421 Copies of instruments creating charges to be kept by company
- 422 Company's register of charges
- 423 Right to inspect copies of instruments, and company's register
- 424 Extension of Chapter II

PART XIII

ARRANGEMENTS AND RECONSTRUCTIONS

- 425 Power of company to compromise with creditors and members
- 426 Information as to compromise to be circulated
- 427 Provisions for facilitating company reconstruction or amalgamation
- 428 Power to acquire shares of dissenting minority
- 429 Dissentient's right to compel acquisition of his shares
- 430 Provisions supplementing ss. 428, 429

PART XIV

INVESTIGATION OF COMPANIES AND THEIR AFFAIRS ; REQUISITION OF DOCUMENTS

Appointment and functions of inspectors

- 431 Investigation of a company on its own application or that of its members
- 432 Other company investigations
- 433 Inspectors' powers during investigation
- 434 Production of documents and evidence to inspectors
- 435 Power of inspector to call for directors' bank accounts
- 436 Obstruction of inspectors treated as contempt of court
- 437 Inspectors' reports
- 438 Power to bring civil proceedings on company's behalf
- 439 Expenses of investigating a company's affairs
- 440 Power of Secretary of State to present winding-up petition
- 441 Inspectors' report to be evidence

Other powers of investigation available to the Secretary of State

- 442 Power to investigate company ownership
- 443 Provisions applicable on investigation under s. 442
- 444 Power to obtain information as to those interested in shares, etc.
- 445 Power to impose restrictions on shares and debentures
- 446 Investigation of share dealings

Requisition and seizure of books and papers

- 447 Secretary of State's power to require production of documents
- 448 Entry and search of premises
- 449 Provision for security of information obtained
- 450 Punishment for destroying, mutilating etc. company documents
- 451 Punishment for furnishing false information

Supplementary

- 452 Privileged information
- 453 Investigation of oversea companies

PART XV

ORDERS IMPOSING RESTRICTIONS ON SHARES (SECTIONS 210, 216, 445)

- 454 Consequence of order imposing restrictions
- 455 Punishment for attempted evasion of restrictions
- 456 Relaxation and removal of restrictions
- 457 Further provisions on sale by court order of restricted shares

PART XVI

FRAUDULENT TRADING BY A COMPANY

- 458 Punishment for fraudulent trading

PART XVII

PROTECTION OF COMPANY'S MEMBERS AGAINST UNFAIR PREJUDICE

- 459 Order on application of company member
- 460 Order on application of Secretary of State
- 461 Provisions as to petitions and orders under this Part

PART XVIII

FLOATING CHARGES AND RECEIVERS (SCOTLAND)

CHAPTER I

FLOATING CHARGES

- 462 Power of incorporated company to create floating charge
- 463 Effect of floating charge on winding up
- 464 Ranking of floating charges
- 465 Continued effect of certain charges validated by Act of 1972
- 466 Alteration of floating charges

CHAPTER II

RECEIVERS

- 467 Power to appoint receiver
- 468 Circumstances justifying appointment
- 469 Mode of appointment by holder of charge
- 470 Appointment by court
- 471 Powers of receiver
- 472 Precedence among receivers
- 473 Agency and liability of receiver for contracts. . i Section
- 474 Remuneration of receiver
- 475 Priority of debts
- 476 Distribution of moneys
- 477 Disposal of interest in property
- 478 Cessation of appointment of receiver
- 479 Powers of court
- 480 Notification that receiver appointed
- 481 Provisions as to information where receiver appointed
- 482 Special provisions as to statement submitted to receiver
- 483 Enforcement of receiver's duty to make returns, etc.
- 484 Interpretation for Chapter II
- 485 Prescription of forms etc., and regulations

CHAPTER III

GENERAL

- 486 Interpretation for Part XVIII generally
- 487 Extent of Part XVIII

PART XIX

RECEIVERS AND MANAGERS (ENGLAND AND WALES)

- 488 Extent of this Part
- 489 Disqualification of body corporate from acting as receiver
- 490 Disqualification of undischarged bankrupt
- 491 Power for court to appoint official receiver
- 492 Receivers and managers appointed out of court
- 493 Notification that receiver or manager appointed
- 494 Court's power to fix remuneration of receiver or manager
- 495 Information to be given by and to receiver on appointment
- 496 Company's statement of affairs
- 497 Subsequent returns by receiver
- 498 Receivership accounts to be delivered to registrar
- 499 Enforcement of duty of receivers to make returns
- 500 Construction of references to receivers and managers

PART XX

WINDING UP OF COMPANIES REGISTERED UNDER THIS ACT OR THE FORMER COMPANIES ACTS

CHAPTER I

PRELIMINARY

Modes of winding up

- 501 The three modes in which a company may be wound up

Contributories

- 502 Liability as contributories of present and past members
- 503 Directors, etc., with unlimited liability
- 504 Liability of past directors and shareholders
- 505 Limited company formerly unlimited
- 506 Unlimited company formerly limited
- 507 Meaning of "contributory"
- 508 Nature of contributory's Liability
- 509 Contributories in case of death of a member
- 510 Effect of contributory's bankruptcy
- 511 Companies registered under Part XXII, Chapter II

CHAPTER II

WINDING UP BY THE COURT

Jurisdiction (England and Wales)

- 512 High Court and county court jurisdiction
- 513 Proceedings taken in wrong court
- 514 Proceedings in county court: case stated for High Court

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

Jurisdiction (Scotland)

- 515 Court of Session and sheriff's court jurisdiction
- 516 Power to remit winding up to Lord Ordinary

Grounds and effect of winding-up petition

- 517 Circumstances in which company may be wound up by the court
- 518 Definition of inability to pay debts
- 519 Application for winding up
- 520 Powers of court on hearing of petition
- 521 Power to stay or restrain proceedings against company
- 522 Avoidance of property dispositions, etc.
- 523 Avoidance of attachments, etc.

Commencement of winding up

- 524 Commencement of winding up by the court
- 525 Consequences of winding-up order

The official receiver (England and Wales only)

- 526 The official receiver
- 527 Appointment of official receiver by court in certain cases
- 528 Statement of company's affairs
- 529 Further provisions as to statement etc. under s. 528
- 530 Report by official receiver

Liquidators

- 531 Power of court to appoint liquidators
- 532 Appointment and powers of provisional liquidator
- 533 Appointment, style, etc., of liquidators in England and Wales
- 534 Liquidator other than official receiver
- 535 Liquidators in Scotland
- 536 General provisions as to liquidators
- 537 Custody of company's property
- 538 Vesting of company property in liquidator
- 539 Powers of liquidator

Provisions about liquidators applying in England and Wales only

- 540 Exercise and control of liquidator's powers
- 541 Books to be kept by liquidator
- 542 Payments by liquidator into bank
- 543 Submission of liquidator's accounts for audit.
- 544 Control of liquidators by Secretary of State.
- 545 Release of liquidators.

Committees of inspection

- 546 Decision whether committee of inspection to be appointed.
- 547 Constitution and proceedings of committee of inspection
- 548 Power of Secretary of State to act in place of committee

General powers of court in case of winding up by the court

- 549 Power to stay or sist winding up
- 550 Settlement of list of contributories and application of assets
- 551 Delivery of property to liquidator
- 552 Debts due from contributory to company
- 553 Power to make calls
- 554 Payment into bank of money due to company
- 555 Order on contributory to be conclusive evidence
- 556 Appointment of special manager (England and Wales)
- 557 Power to exclude creditors not proving in time
- 558 Adjustment of rights of contributories
- 559 Inspection of books by creditors and contributories
- 560 Costs of winding up may be made payable out of assets
- 561 Summoning of persons suspected of having company property, etc.
- 562 Attendance at company meetings (Scotland)
- 563 Public examination of promoters and officers (England and Wales.)
- 564 Procedure under s. 563
- 565 Power to arrest absconding contributory
- 566 Powers of court to be cumulative
- 567 Delegation of powers to liquidator (England and Wales)
- 568 Dissolution of company

Enforcement of, and appeal from, orders

- 569 Orders for calls on contributories (Scotland)
- 570 Enforcement throughout United Kingdom of orders made in winding up
- 571 Appeals from orders in Scotland

CHAPTER III

VOLUNTARY WINDING UP

Resolutions for, and commencement of, voluntary winding up

- 572 Circumstances in which company may be wound up voluntarily
- 573 Notice of resolution to wind up voluntarily
- 574 Commencement of voluntary winding up

Consequences of voluntary winding up

- 575 Effect on business and status of company
- 576 Avoidance of share transfers, etc., after winding up resolution

Declaration of solvency

- 577 Statutory declaration of solvency
- 578 Distinction between " members' " and " creditors'" voluntary winding up

Provisions applicable to a members' voluntary winding up

- 579 Introduction to next 7 sections
- 580 Company's power to appoint and fix remuneration of liquidator
- 581 Power to fill vacancy in office of liquidator
- 582 Liquidator accepting shares as consideration for sale of company property

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

- 583 Creditors' meeting in case of insolvency
- 584 General company meeting at each year's end
- 585 Final meeting and dissolution
- 586 Alternative provision as to company meetings in case of insolvency

Provisions applicable to a creditors' voluntary winding up

- 587 Introduction to next 8 sections
- 588 Meeting of creditors
- 589 Appointment of liquidator
- 590 Appointment of committee of inspection
- 591 Remuneration of liquidator; cesser of directors' powers
- 592 Vacancy in office of liquidator
- 593 Application of s. 582 to creditors' voluntary winding up
- 594 Meetings of company and creditors at end of each year
- 595 Final meeting and dissolution

Provisions applicable to every voluntary winding up

- 596 Introduction to next 9 sections
- 597 Distribution of company's property
- 598 Powers and duties of liquidator in voluntary winding up
- 599 Appointment or removal of liquidator by the court
- 600 Notice by liquidator of his appointment
- 601 Arrangement when binding on creditors
- 602 Reference of questions and powers to court
- 603 Court's power to control proceedings (Scotland)
- 604 Costs of voluntary winding up
- 605 Saving for rights of creditors and contributories

CHAPTER IV

WINDING UP SUBJECT TO SUPERVISION OF COURT

- 606 Power to order winding up under supervision
- 607 Effect of petition for court supervision
- 608 Application of ss. 522, 523
- 609 Appointment and removal of liquidators
- 610 Effect of supervision order

CHAPTER V

PROVISIONS APPLICABLE TO EVERY MODE OF WINDING UP

Proof and ranking of claims

- 611 Debts of all descriptions may be proved
- 612 Application of bankruptcy rules (England and Wales)
- 613 Ranking of claims (Scotland)
- 614 Preferential payments

Effect of winding up on antecedent and other transactions

- 615 Fraudulent preference

- 616 Liabilities and rights of those fraudulently preferred (England and Wales)
- 617 Effect of floating charge
- 618 Disclaimer of onerous property (England and Wales)
- 619 Further provisions about disclaimer under s. 618
- 620 Liability for rentcharge on company's land after disclaimer
- 621 Effect of execution or attachment (England and Wales)
- 622 Duties of sheriff where goods seized in execution (England and Wales)
- 623 Effect of diligence within 60 days of winding up

Offences of fraud, deception, etc., before and in course of winding up; fraudulent trading and its consequences

- 624 Fraud, etc. in anticipation of winding up
- 625 Transactions in fraud of creditors
- 626 Misconduct in course of winding up
- 627 Falsification of company's books
- 628 Material omissions from statements relating to company affairs
- 629 False representations to creditors
- 630 Responsibility of individuals for company's fraudulent trading
- 631 Assessment of damages against delinquent directors, etc.
- 632 Prosecution of delinquent officers and members of company
- 633 Obligations arising under s. 632

Supplementary provisions as to winding up

- 634 Disqualification for appointment as liquidator
- 635 Corrupt inducement affecting appointment as liquidator
- 636 Enforcement of liquidator's duty to make returns, etc.
- 637 Notification that company is in liquidation
- 638 In a winding up, certain documents exempt from stamp duty
- 639 Company's books to be evidence
- 640 Disposal of books and papers
- 641 Information as to pending liquidations
- 642 Unclaimed assets (England and Wales)
- 643 Unclaimed dividends, etc. (Scotland)
- 644 Resolutions passed at adjourned meetings

Supplementary powers of court

- 645 Meetings to ascertain wishes of creditors or contributories
- 646 Judicial notice of signature of court officers
- 647 Commission for receiving evidence
- 648 Court order for examination of persons in Scotland
- 649 Costs of application for leave to proceed (Scottish companies)
- 650 Affidavits, etc., in United Kingdom and overseas

CHAPTER VI

MATTERS ARISING SUBSEQUENT TO WINDING UP

- 651 Power of court to declare dissolution of company void
- 652 Registrar may strike defunct company off register
- 653 Objection to striking off by person aggrieved

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

- 654 Property of dissolved company to be bona vacantia
- 655 Effect on s. 654 of company's revival after dissolution
- 656 Crown disclaimer of property vesting as bona vacantia
- 657 Effect of Crown disclaimer under s. 656
- 658 Liability for rentcharge on company's land after dissolution

CHAPTER VII

MISCELLANEOUS PROVISIONS ABOUT WINDING UP

- 659 Power to make over assets to employees
- 660 Separate accounts of particular estates (England and Wales)
- 661 Officers and remuneration (England and Wales)
- 662 Returns by officers in winding up (England and Wales)
- 663 Rules and fees
- 664 Power to alter monetary limits

PART XXI

WINDING UP OF UNREGISTERED COMPANIES

- 665 Meaning of "unregistered company"
- 666 Winding up of unregistered companies
- 667 Inability to pay debts: unpaid creditor for £750 or more
- 668 Inability to pay debts: debt remaining unsatisfied after action brought
- 669 Inability to pay debts: other cases
- 670 Oversea company may be wound up, though dissolved
- 671 Contributories in winding up of unregistered company
- 672 Power of court to stay, sist or restrain proceedings
- 673 Actions stayed on winding up order
- 674 Provisions of this Part to be cumulative

PART XXII

BODIES CORPORATE SUBJECT, OR BECOMING SUBJECT, TO THIS ACT (OTHERWISE THAN BY ORIGINAL FORMATION UNDER PART I)

CHAPTER I

COMPANIES FORMED OR REGISTERED UNDER FORMER COMPANIES ACTS

- 675 Companies formed and registered under former Companies Acts
- 676 Companies registered but not formed under former Companies Acts
- 677 Companies re-registered with altered status under former Companies Acts
- 678 Companies registered under Joint Stock Companies Acts
- 679 Northern Ireland and Irish companies

CHAPTER II

COMPANIES NOT FORMED UNDER COMPANIES LEGISLATION, BUT AUTHORISED TO REGISTER

- 680 Companies capable of being registered under this Chapter
- 681 Procedural requirements for registration
- 682 Change of name on registration

- 683 Definition of " joint stock company "
- 684 Requirements for registration by joint stock companies
- 685 Registration of joint stock company as public company
- 686 Other requirements for registration
- 687 Name of company registering
- 688 Certificate of registration under this Chapter
- 689 Effect of registration
- 690 Power to substitute memorandum and articles for deed of settlement

PART XXIII

OVERSEA COMPANIES

CHAPTER I

REGISTRATION, ETC

- 691 Documents to be delivered to registrar
- 692 Registration of altered particulars
- 693 Obligation to state name and other particulars
- 694 Regulation of overseas companies in respect of their names
- 695 Service of documents on overseas company
- 696 Office where documents to be filed
- 697 Penalties for non-compliance
- 698 Definitions for this Chapter
- 699 Channel Islands and Isle of Man companies

CHAPTER II

DELIVERY OF ACCOUNTS

- 700 Preparation and delivery of accounts by overseas companies
- 701 Overseas company's accounting reference period and date
- 702 Period allowed for delivering accounts
- 703 Penalty for non-compliance

PART XXIV

THE REGISTRAR OF COMPANIES, HIS FUNCTIONS AND OFFICES

- 704 Registration offices
- 705 Companies' registered numbers
- 706 Size, durability etc. of documents delivered to registrar
- 707 Power of registrar to accept information on microfilm, etc.
- 708 Fees payable to registrar
- 709 Inspection of documents kept by registrar
- 710 Additional provisions about inspection
- 711 Public notice by registrar of receipt and issue of certain documents
- 712 Removal of documents to Public Record Office
- 713 Enforcement of company's duty to make returns
- 714 Registrar's index of company and corporate names
- 715 Destruction of old records

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

PART XXV

MISCELLANEOUS AND SUPPLEMENTARY PROVISIONS

- 716 Prohibition of partnerships with more than 20 members
- 717 Limited partnerships: limit on number of members
- 718 Unregistered companies
- 719 Power of company to provide for employees on cessation or transfer of business
- 720 Certain companies to publish periodical statement
- 721 Production and inspection of books where offence suspected
- 722 Form of company registers, etc.
- 723 Use of computers for company records
- 724 Cross-border operation of receivership provisions
- 725 Service of documents
- 726 Costs and expenses in actions by certain limited companies
- 727 Power of court to grant relief in certain cases
- 728 Enforcement of High Court orders
- 729 Annual report by Secretary of State
- 730 Punishment of offences
- 731 Summary proceedings
- 732 Prosecution by public authorities
- 733 Offences by bodies corporate
- 734 Criminal proceedings against unincorporated bodies

PART XXVI

INTERPRETATION

- 735 " Company ", etc.
- 736 " Holding company ", " subsidiary " and " wholly-owned subsidiary "
- 737 " Called-up share capital "
- 738 " Allotment " and " paid up "
- 739 " Non-cash asset "
- 740 " Body corporate " and " corporation "
- 741 " Director " and " shadow director "
- 742 Expressions used in connection with accounts
- 743 " Employees' share scheme "
- 744 Expressions used generally in this Act

PART XXVII

FINAL PROVISIONS

- 745 Northern Ireland
- 746 Commencement
- 747 Citation

SCHEDULES

- SCHEDULE 1 — Particulars of Directors etc to be Contained in Statement Under Section 10

Directors

- 1 —Subject as provided below, the statement under section 10(2) shall...
2 (1) It is not necessary for the statement to contain...

Secretaries

- 3 (1) The statement shall contain the following particulars with respect...

Interpretation

- 4 In paragraphs 1 and 3 above— (a) " Christian name...

SCHEDULE 2 — Interpretation of References to " Beneficial Interest "

Residual interests under pension and employees' share schemes

- 1 (1) Where shares in a company are held on trust...
2 (1) The following has effect as regards the operation of...

Employer's charges and other rights of recovery

- 3 (1) Where shares in a company are held on trust,...

Trustee's right to expenses, remuneration, indemnity, etc.

- 4 (1) Where a company is a trustee (whether as personal...

Supplementary

- 5 (1) The following applies for the interpretation of this Schedule....

SCHEDULE 3 — Mandatory Contents of Prospectus
PART I — MATTERS TO BE STATED

The company's proprietorship, management and its capital requirement

- 1 (1) The prospectus must state— (a) the number of founders...
2 Where shares are offered to the public for subscription, the...

Details relating to the offer

- 3 (1) The prospectus must state— (a) the time of the...
4 (1) There must be stated the number, description and amount...
5 The prospectus must state the number and amount of shares...

Property acquired or to be acquired by the company

- 6 (1) For purposes of the following two paragraphs, " relevant...
7 As respects any relevant property, the prospectus must state—
8 There must be stated the amount (if any) paid or...
9 (1) The following applies for the interpretation of paragraphs 6,...

Commissions, preliminary expenses, etc.

- 10 (1) The prospectus must state— (c) the amount (if any)...

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

Contracts

- 11 (1) The prospectus must give the dates of, parties to...

Auditors

- 12 The prospectus must state the names and addresses of the...

Interests of directors

- 13 (1) The prospectus must give full particulars of—

Other matters

- 14 If the prospectus invites the public to subscribe for shares...

- 15 In the case of a company which has been carrying...

PART II — AUDITORS' AND ACCOUNTANTS' REPORTS TO BE SET OUT IN PROSPECTUS

Auditors' report

- 16 (1) The prospectus shall set out a report by the...

Accountants' reports

- 17 If the proceeds of the issue of the shares or...

- 18 (1) The following applies if— (a) the proceeds of the...

Provisions interpreting preceding paragraphs, and modifying them in certain cases

- 19 If in the case of a company which has been...

- 20 The expression " financial year" in this Part means the...

- 21 Any report required by this Part shall either indicate by...

- 22 (1) A report required by paragraph 17 or 18 shall...

SCHEDULE 4 — Form and Content of Company Accounts

PART I — GENERAL RULES AND FORMATS

Section A

General Rules

- 1 (1) Subject to the following provisions of this Schedule—

- 2 (1) Where in accordance with paragraph 1 a company's balance...

- 3 (1) Any item required in accordance with paragraph 1 to...

- 4 (1) In respect of every time shown in a company's...

- 5 Amounts in respect of items representing assets or income may...

Section B

The Required Formats for Accounts Preliminary

- 6 References in this Part of this Schedule to the items...

- 7 A number in brackets following any item in any of...

- 8 In the notes following the formats— (a) the heading of...

Balance Sheet Formats

Format 1

Balance Sheet Formats

Format 2

Notes on the balance sheet formats

Profit and loss account formats

Format 1

Profit and loss account formats

Format 2

Profit and loss account formats

Format 3

Profit and loss account formats

Format 4

Notes on the profit and loss account formats

PART II — ACCOUNTING PRINCIPLES AND RULES

Section A

Accounting Principles

Preliminary

- 9 Subject to paragraph 15 below, the amounts to be included...

Accounting principles

- 10 The company shall be presumed to be carrying on business...
11 Accounting policies shall be applied consistently from one financial year...
12 The amount of any item shall be determined on a...
13 All income and charges relating to the financial year to...
14 In determining the aggregate amount of any item the amount...

Departure from the accounting principles

- 15 If it appears to the directors of a company that...

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

Section B

Historical Cost Accounting Rules

Preliminary

- 16 Subject to section C of this Part of this Schedule,...

Fixed assets

- 17 General rules
 18 In the case of any fixed asset which has a...
 19 (1) Where a fixed asset investment of a description falling...
 20 Rules for determining particular fixed asset items
 21 (1) The application of paragraphs 17 to 19 in relation...

Current assets

- 22 Subject to paragraph 23, the amount to be included in...
 23 (1) If the net realisable value of any current asset...

Miscellaneous and supplementary provisions

- 24 Excess of money owed over value received as an asset item
 25 Assets included at a fixed amount
 26 Determination of purchase price or production cost
 27 (1) Subject to the qualification mentioned below, the purchase price...
 28 Substitution of original stated amount where price or cost unknown

Section C

Alternative Accounting Rules

Preliminary

- 29 (1) The rules set out in section B are referred...
 30 Subject to paragraphs 32 to 34, the amounts to be...

Alternative accounting rules

- 31 (1) Intangible fixed assets, other than goodwill, may be included...

Application of the depreciation rules

- 32 (1) Where the value of any asset of a company...

Additional information to be provided in case of departure from historical cost accounting rules

- 33 (1) This paragraph applies where the amounts to be included...

Revaluation reserve

- 34 (1) With respect to any determination of the value of...

Preliminary

35 Any information required in the case of any company by...

Disclosure of accounting policies

36 The accounting policies adopted by the company in determining the...

Information supplementing the balance sheet

37 Paragraphs 38 to 51 require information which either supplements the...

38 Share capital and debentures

39 If the company has allotted any shares during the financial...

40 (1) With respect to any contingent right to the allotment...

41 (1) If the company has issued any debentures during the...

42 Fixed assets

43 Where any fixed assets of the company (other than listed...

44 In relation to any amount which is or would but...

45 Investments

46 Reserves and provisions

47 Provision for taxation

48 Details of indebtedness

49 If any fixed cumulative dividends on the company's shares are...

50 Guarantees and other financial commitments

51 Miscellaneous matters

Information supplementing the profit and loss account

52 Paragraphs 53 to 57 require information which either supplements the...

53 Separate statement of certain items of income and expenditure

54 Particulars of tax

55 Particulars of turnover

56 Particulars of staff

57 Miscellaneous matters

General

58 (1) Where sums originally denominated in foreign currencies have been...

PART IV — SPECIAL PROVISIONS WHERE THE COMPANY IS A HOLDING OR
SUBSIDIARY COMPANY

Company's own accounts

59 Where a company is a holding company or a subsidiary...

60 (1) Subject to the following sub-paragraph, where the company is...

Consolidated accounts of holding company and subsidiaries

61 Subject to paragraphs 63 and 66, the consolidated balance sheet...

62 Subject to paragraphs 63 to 66, and to Part V...

63 The following provisions of this Act, namely—

64 Paragraph 62 is without prejudice to any requirement of this...

65 (1) Notwithstanding paragraph 62, the consolidated accounts prepared by a...

66 Notwithstanding paragraphs 61 and 62, paragraphs 17 to 19 and...

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

67 In relation to any subsidiaries of the holding company not...

Group accounts not prepared as consolidated accounts

68 Group accounts which are not prepared as consolidated accounts, together...

Provisions of general application

69 (1) This paragraph applies where the company is a holding...

70 Where a company has subsidiaries whose financial years did not...

PART V — SPECIAL PROVISIONS WHERE THE COMPANY IS AN INVESTMENT COMPANY

71 (1) Paragraph 34 does not apply to the amount of...

72 (1) Any distribution made by an investment company which reduces...

73 A company shall be treated as an investment company for...

74 Where a company entitled to the benefit of any provision...

PART VI — SPECIAL PROVISIONS WHERE THE COMPANY HAS ENTERED INTO ARRANGEMENTS SUBJECT TO MERGER RELIEF

75 (1) Where during the financial year the company has allotted...

PART VII — INTERPRETATION OF SCHEDULE

76 The following paragraphs apply for the purposes of this Schedule...

77 Assets: fixed or current

78 Balance sheet date

79 Capitalisation

80 Fellow subsidiary

81 Group companies

82 Historical cost accounting rules

83 Leases

84 Listed investments

85 Loans

86 Materiality

87 Notes to the accounts

88 Provisions

89 References to provisions for liabilities or charges are to any...

90 Purchase price

91 Realised profits

92 Related companies

93 Scots land tenure

94 Staff costs

95 Turnover

SCHEDULE 5 — Miscellaneous Matters to be Disclosed in Notes to Company Accounts

PART I — PARTICULARS OF SUBSIDIARIES

1 If at the end of the financial year the company...

2 The particulars required by paragraph 1 include, with reference to...

3 Paragraph 1 does not require the disclosure of information with...

4 If at the end of its financial year the company...

5 If advantage is taken of paragraph 4, there must be...

6 For purposes of this Part, shares of a body corporate...

PART II — SHAREHOLDINGS IN COMPANIES ETC. OTHER THAN SUBSIDIARIES

7 If at the end of its financial year the company...

- 8 If at the end of its financial year the company...
9 If at the end of its financial year the company...
10 None of the foregoing provisions of this Part requires the...
11 If at the end of its financial year the company...
12 If advantage is taken of paragraph 11, there must be...
13 For purposes of this Part, shares of a body corporate...
PART III — FINANCIAL INFORMATION ABOUT SUBSIDIARIES
14 If— (a) at the end of its financial year the...
15 If— (a) at the end of the financial year the...
16 The information required by paragraphs 14 and 15 is, in...
17 (1) The information otherwise required by paragraph 16 need not...
18 Where, with respect to any subsidiary of the company or...
19 For purposes of this Part, shares of a body corporate...
PART IV — IDENTIFICATION OF ULTIMATE HOLDING COMPANY
20 If at the end of its financial year the company...
21 Paragraph 20 does not require the disclosure by a company...
PART V — CHAIRMAN'S AND DIRECTORS' EMOLUMENTS, PENSIONS AND
COMPENSATION FOR LOSS OF OFFICE

Emoluments

- 22 (1) There shall be shown the aggregate amount of the...
23 A company which is neither a holding company nor a...
24 (1) The following applies as respects the emoluments of the...
25 (1) The following applies as respects the emoluments of directors....
26 There shall under paragraphs 24 and 25 be brought into...

Emoluments waived

- 27 (1) There shall be shown— (a) the number of directors...

Pensions of directors and past directors

- 28 (1) There shall be shown the aggregate amount of directors'...

Compensation to directors for loss of office

- 29 (1) There shall be shown the aggregate amount of any...

Supplementary

- 30 (1) The following applies with respect to the amounts to...
31 (1) The amounts to be shown for any financial year...
32 Where it is necessary to do so for the purpose...

Interpretation

- 33 (1) The following applies for the interpretation of paragraphs 22...

Supplementary

- 34 This Part of this Schedule requires information to be given...
PART VI — PARTICULARS RELATING TO NUMBER OF EMPLOYEES
REMUNERATED AT HIGHER RATES
35 (1) There shall be shown by reference to each pair...
36 (1) For these purposes, a person's emoluments include any paid...

37 References in paragraph 36 to a company's subsidiary—

SCHEDULE 6 — Particulars in Company Accounts of Loan and Other Transactions
Favouring Directors and Officers

PART I — MATTERS TO BE DISCLOSED UNDER SECTION 232

- 1 Group accounts shall contain the particulars required by this Schedule...
- 2 The accounts prepared by a company other than a holding...
- 3 (1) For purposes of paragraphs 1(c) and 2(c), a transaction...
- 4 Paragraphs 1 and 2 do not apply, for the purposes...
- 5 Paragraphs 1 and 2 do not apply in relation to...
- 6 Paragraphs 1 and 2 apply whether or not—
- 7 Neither paragraph 1(c) nor paragraph 2 (c) applies in relation...
- 8 Neither paragraph 1(c) nor paragraph 2(c) applies in relation to...

The particulars required by this Part

- 9 (1) Subject to the next paragraph, the particulars required by...
- 10 In paragraph 9(2) above, sub-paragraphs (c) to (f) do not...

Transactions excluded from section 232

- 11 (1) In relation to a company's accounts for a financial...
- 12 In relation to a company's accounts for a financial year,...
- 13 Section 345 of this Act (power of Secretary of State...

Interpretation

- 14 The following provisions of this Act apply for purposes of...

PART II — MATTERS TO BE DISCLOSED UNDER SECTION 233

- 15 This Part of this Schedule applies in relation to the...
- 16 (1) To comply with this Part of this Schedule, the...
- 17 The following provisions of this Act apply for purposes of...

PART III — MATTERS TO BE DISCLOSED UNDER SECTION 234 (RECOGNISED
BANKS)

- 18 This Part of this Schedule applies in relation to the...
- 19 To comply with this Part, the accounts must contain a...
- 20 For the purposes of the application of paragraph 19 in...
- 21 The following provisions of this Act apply for purposes of...

SCHEDULE 7 — Matters to be Dealt With in Directors' Report

PART I — MATTERS OF A GENERAL NATURE

Asset values

- 1 (1) If significant changes in the fixed assets of the...

Directors' interests

- 2 (1) The report shall state the following, with respect to...

Political and charitable gifts

- 3 (1) The following applies if the company (not being the...
- 4 (1) Paragraph 3 does not apply to a company which,...
- 5 (1) The following applies for the interpretation of paragraphs 3...

Miscellaneous

- 6 The directors' report shall contain— (a) particulars of any important...
PART II — DISCLOSURE REQUIRED BY COMPANY ACQUIRING ITS OWN
SHARES, ETC.
- 7 This Part of this Schedule applies where shares in a...
8 The directors' report with respect to a financial year shall...
PART III — DISCLOSURE CONCERNING EMPLOYMENT, ETC, OF DISABLED
PERSONS
- 9 (1) This Part of this Schedule applies to the directors'...
PART IV — HEALTH, SAFETY AND WELFARE AT WORK OF COMPANY'S
EMPLOYEES
- 10 (1) In the case of companies of such classes as...
PART V — EMPLOYEE INVOLVEMENT
- 11 (1) This Part of this Schedule applies to the directors'...

SCHEDULE 8 — Modified Accounts of Companies Qualifying as Small or
Medium Sized
PART I — MODIFIED INDIVIDUAL ACCOUNTS

Introductory

- 1 In this Part of this Schedule— (a) paragraphs 2 to...

Accounts modified as for a small company

- 2 (1) In respect of the relevant financial year, there may...
3 A copy of the company's profit and loss account need...
4 The information required by Parts V and VI of Schedule...
5 The information required by Schedule 4 to be given in...
6 If a modified balance sheet is delivered, there shall be...

Accounts modified as for a medium-sized company

- 7 (1) There may be delivered a copy of a modified...
8 The information required by paragraph 55 of Schedule 4 (particulars...

Both cases

- 9 The company's balance sheet shall contain a statement by the...
10 (1) The accounts delivered shall be accompanied by a special...
11 Subject as above, where the directors rely on sections 247...
PART II — MODIFIED GROUP ACCOUNTS (IN CONSOLIDATED FORM)

Introductory

- 12 In this Part of this Schedule— (a) paragraphs 13 to...

Small groups

- 13 (1) In respect of the relevant financial year, there may...
14 A copy of the profit and loss account need not...
15 The information required by Schedule 4 to be given in...
16 There shall be disclosed in the modified balance sheet, or...
17 The information required by Parts V and VI of Schedule...

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

Medium-sized groups

- 18 (1) There may be delivered a copy of a modified...
 19 The information required by paragraph 55 of Schedule 4 (particulars...
 PART III — MODIFIED GROUP ACCOUNTS (CONSOLIDATED OR OTHER)
 20 If modified group accounts are delivered, the following paragraphs
 apply...
 21 The directors' statement required by paragraph 9 to be contained...
 22 (1) The auditors' special report under paragraph 10 shall include...
 23 Subject as above, where the directors rely on section 250...

SCHEDULE 9 — Form and Content of Special Category Accounts

Preliminary

- 1 Paragraphs 2 to 13 of this Schedule apply to the...
 PART I — GENERAL PROVISIONS AS TO BALANCE SHEET AND PROFIT AND
 LOSS ACCOUNT

Balance sheet

- 2 The authorised share capital, issued share capital, liabilities and assets...
 3 There shall be stated under separate headings, so far as...
 4 (1) The reserves, provisions, liabilities and assets shall be classified...
 5 (1) The method of arriving at the amount of any...
 6 In the case of unlisted investments consisting in equity share...
 7 The aggregate amounts respectively of reserves and provisions (other
 than...
 8 (1) There shall also be shown (unless it is shown...
 9 If an amount is set aside for the purpose of...
 10 (1) There shall be shown under separate headings—
 11 Where any liability of the company is secured otherwise than...
 12 Where any of the company's debentures are held by a...
 13 (1) The matters referred to in the following sub-paragraphs shall...

Profit and loss account

- 14 (1) There shall be shown— (a) the amount charged to...
 15 The amount of any charge arising in consequence of the...
 16 The amount of the remuneration of the auditors shall be...
 17 (1) The following matters shall be stated by way of...
 18 (1) The following matters shall be stated by way of...
 PART II — SPECIAL PROVISIONS WHERE THE COMPANY IS A HOLDING OR
 SUBSIDIARY COMPANY

Modifications of and additions to requirements as to company's own accounts

- 19 (1) This paragraph applies where the company is a holding...
 20 (1) The balance sheet of a company which is a...

Consolidated accounts of holding company and subsidiaries

- 21 Subject to the following paragraphs of this Part of this...
 22 Subject as aforesaid and to Part III of this Schedule,...
 23 The following provisions of this Act, namely—
 24 Paragraph 22 above is without prejudice to any requirement of...

- 25 In relation to any subsidiaries of the holding company not...
- 26 In relation to any subsidiary (whether or not dealt with...
PART III — EXCEPTIONS FOR CERTAIN SPECIAL CATEGORY COMPANIES
- 27 (1) The following applies to a banking company (if not...
- 28 (1) An insurance company to which Part II of the...
- 29 (1) A shipping company shall not be subject to the...
- 30 Where a company entitled to the benefit of any provision...
PART IV — SPECIAL PROVISIONS WHERE THE COMPANY HAS ENTERED
INTO ARRANGEMENTS SUBJECT TO MERGER RELIEF
- 31 (1) Where during the financial year the company has allotted...
PART V — INTERPRETATION OF SCHEDULE
- 32 (1) For the purposes of this Schedule, unless the context...
- 33 For the purposes aforesaid, the expression " listed investment" means...
- 34 For the purposes aforesaid, the expression " long lease "...
- 35 For the purposes aforesaid, a loan shall be deemed to...
- 36 In the application of this Schedule to Scotland, " land...

SCHEDULE 10 — Additional Matters to be Dealt With in Directors' Report Attached
to Special Category Accounts

Recent issues

- 1 (1) If in the financial year to which the accounts...

Turnover and profitability

- 2 If in the course of the financial year the company...
- 3 (1) This paragraph applies if— (a) the company has subsidiaries...
- 4 For the purposes of the preceding two paragraphs, classes of...

Labour force and wages paid

- 5 (1) If at the end of the financial year the...
- 6 (1) If at the end of the financial year the...
- 7 The remuneration to be taken into account under paragraphs 5(1)(b)...
- 8 (1) Paragraphs 5 and 6 are qualified as follows.

General matters

- 9 The directors' report shall contain particulars of any matters (other...

SCHEDULE 11 — Modifications of Part VIII where Company's Relevant Accounts
are Special Category

- 1 Section 264 applies as if in subsection (2) for the...
- 2 Section 265 applies as if— (a) for subsection (2) there...
- 3 Section 269 does not apply.
- 4 Section 270 applies as if— (a) in subsection (2) the...
- 5 Section 271 applies as if— (a) in subsection (2), immediately...
- 6 Sections 272 and 273 apply as if in section 272(3)—...
- 7 Section 275 applies as if— (a) for subsection (1) there...

SCHEDULE 12 — Supplementary Provisions in Connection with Disqualification
Orders

PART I — ORDERS UNDER SECTIONS 296 TO 299

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

Application for order

- 1 A person intending to apply for the making of an...
- 2 An application to a court with jurisdiction to wind up...

Hearing of application

- 3 On the hearing of an application made by the Secretary...

Application for leave under an order

- 4 (1) As regards the court to which application must be...
 - 5 On the hearing of an application for leave made by...
- PART II — ORDERS UNDER SECTION 300

Application for order

- 6 (1) In the case of a person who is or...
- 7 Where the official receiver or the Secretary of State intends...

Hearing of application

- 8 On the hearing of an application under section 300 by...
PART III — TRANSITIONAL PROVISIONS AND SAVINGS FROM COMPANIES
ACT 1981, SS. 93, 94
- 9 Sections 296 and 298 (1)(b) do not apply in relation...
- 10 Subject to paragraph 9— (a) section 296 applies in a...
- 11 Subject to paragraph 9, section 298 applies in relation to...
- 12 The powers of a court under section 299 are not...
- 13 For purposes of section 297(1) and section 299, no account...
- 14 An order made under section 28 of the Companies Act...
- 15 The period which may be specified as the period of...
- 16 Section 300(1) does not apply unless at least one of...

SCHEDULE 13 — Provisions Supplementing and Interpreting Sections 324 to 328

PART I — RULES FOR INTERPRETATION OF THE SECTIONS AND ALSO
SECTION 346(4) AND (5)

- 1 (1) A reference to an interest in shares or debentures...
- 2 Where property is held on trust and any interest in...
- 3 (1) A person is taken to have an interest in...
- 4 A person is taken to be interested in shares or...
- 5 Where a person is entitled to exercise or control the...
- 6 (1) A person is taken to have an interest in...
- 7 Persons having a joint interest are deemed each of them...
- 8 It is immaterial that shares or debentures in which a...
- 9 So long as a person is entitled to receive, during...
- 10 A person is to be treated as uninterested in shares...
- 11 There is to be disregarded an interest of a person...
- 12 There is to be disregarded any interest—
- 13 Delivery to a person's order of shares or debentures in...
PART II — PERIODS WITHIN WHICH OBLIGATIONS IMPOSED BY SECTION
324 MUST BE FULFILLED
- 14 (1) An obligation imposed on a person by section 324(1)...
- 15 (1) An obligation imposed on a person by section 324(2)...
- 16 In reckoning, for purposes of paragraphs 14 and 15, any...

PART III — CIRCUMSTANCES IN WHICH OBLIGATION IMPOSED BY SECTION 324 IS NOT DISCHARGED

- 17 (1) Where an event of whose occurrence a director is,...
- 18 (1) An obligation imposed on a director by virtue of...
- 19 (1) Where an event of whose occurrence a director is,...
- 20 In this Part, a reference to price paid or received...

PART IV — PROVISIONS WITH RESPECT TO REGISTER OF DIRECTORS' INTERESTS TO BE KEPT UNDER SECTION 325

- 21 The register must be so made up that the entries...
- 22 An obligation imposed by section 325(2) to (4) must be...
- 23 The nature and extent of an interest recorded in the...
- 24 The company is not, by virtue of anything done for...
- 25 The register shall— (a) if the company's register of members...
- 26 (1) Any member of the company or other person may...
- 27 The company shall send notice in the prescribed form to...
- 28 Unless the register is in such a form as to...
- 29 The register shall be produced at the commencement of the...

SCHEDULE 14 — Overseas Branch Registers

PART I — COUNTRIES AND TERRITORIES IN WHICH OVERSEAS BRANCH REGISTER MAY BE KEPT

PART II — GENERAL PROVISIONS WITH RESPECT TO OVERSEAS BRANCH REGISTERS

- 1 (1) A company keeping an overseas branch register shall give...
 - 2 (1) An overseas branch register is deemed to be part...
 - 3 (1) A competent court in a country or territory where...
 - 4 (1) The company shall— (a) transmit to its registered office...
 - 5 Subject to the above provisions with respect to the duplicate...
 - 6 A company may discontinue to keep an overseas branch register,...
 - 7 Subject to the provisions of this Act, any company may,...
 - 8 An instrument of transfer of a share registered in an...
- PART III — PROVISIONS FOR BRANCH REGISTERS OF OVERSEAS COMPANIES TO BE KEPT IN GREAT BRITAIN
- 9 (1) If by virtue of the law in force in...

SCHEDULE 15 — Contents of Annual Return of a Company having a Share Capital

- 1 The address of the registered office of the company.
- 2 (1) If the register of members is, under the provisions...
- 3 A summary, distinguishing between shares issued for cash and shares...
- 4 Particulars of the total amount of the company's indebtedness in...
- 5 A list— (a) containing the names and addresses of all...
- 6 All such particulars with respect to the persons who at...

SCHEDULE 16 — Orders in Course of Winding Up Pronounced in Vacation (Scotland)

PART I — ORDERS WHICH ARE TO BE FINAL

PART II — ORDERS WHICH ARE TO TAKE EFFECT UNTIL MATTER DISPOSED OF BY INNER HOUSE

SCHEDULE 17 — Proceedings of Committee of Inspection

- 1 The committee shall meet at such times as it may...
- 2 The committee may act by a majority of its members...
- 3 A member of the committee may resign by notice in...

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

- 4 If a member of the committee becomes bankrupt or compounds...
- 5 A member of the committee may be removed by an...
- 6 (1) On a vacancy occurring in the committee the liquidator...

SCHEDULE 18 — Provisions of Part XX Not Applicable in Winding Up Subject to Supervision of the Court

SCHEDULE 19 — Preference Among Creditors in Company Winding Up

" The relevant date "

- 1 For the purposes of this Schedule, " the relevant date...

Debts to Inland Revenue

- 2 All income tax, corporation tax, capital gains tax and other...
- 3 Any sums due at the relevant date from the company...

Debts due to Customs & Excise

- 4 Any value added tax due at the relevant date from...
- 5 The amount of any car tax due at the relevant...
- 6 Any amount due— (a) by way of general betting duty...

Local rates

- 7 All local rates due from the company at the relevant...

Social security debts

- 8 All the debts specified in section 153(2) of the Social...

Debts to and in respect of company's employees

- 9 All wages or salary (whether or not earned wholly or...
- 10 All accrued holiday remuneration becoming payable to any clerk, servant,...
- 11 The following amounts owed by the company to an employee...
- 12 (1) The remuneration to which priority is to be given...

Priority for third party advancing funds for wage-payments, etc.

- 13 Where any payment has been made— (a) to any clerk,...

Interpretation for the above paragraphs

- 14 For purposes of this Schedule— (a) any remuneration in respect...

SCHEDULE 20 — Vesting of Disclaimed Property ; Protection of Third Parties

PART I — DISCLAIMER BY LIQUIDATOR UNDER SECTIONS 618, 619;
CROWN DISCLAIMER UNDER SECTION 656(ENGLAND AND WALES ONLY)

- 1 The court shall not under section 619 (including that section...
- 2 The person must by the order be made subject—
- 3 A mortgagee or under-lessee declining to accept a vesting order...
- 4 If there is no person claiming under the company who...

PART II — CROWN DISCLAIMER UNDER SECTION 656(SCOTLAND ONLY)

- 5 The court shall not under section 657 make a vesting...
- 6 The person must by the order be made subject—
- 7 A creditor or sub-lessee declining to accept a vesting order...
- 8 If there is no person claiming under the company who...
- 9 For the purposes of paragraph 5 above, a heritable security...

SCHEDULE 21 — Effect of Registration under section 680

Interpretation

- 1 In this Schedule— " registration" means registration in pursuance of...

Vesting of property

- 2 All property belonging to or vested in the company at...

Existing liabilities

- 3 Registration does not affect the company's rights or liabilities in...

Pending actions at law

- 4 (1) All actions and other legal proceedings which at the...

The company's constitution

- 5 (1) All provisions contained in any Act of Parliament or...
- 6 (1) All the provisions of this Act apply to the...

Capital structure

- 7 Provisions of this Act with respect to—

Supplementary

- 8 Nothing in paragraphs 5 to 7 authorises a company to...
- 9 None of the provisions of this Act (except section 461(3))...

SCHEDULE 22 — Provisions of this Act applying to Unregistered Companies

SCHEDULE 23 — Form of Statement to be published by certain companies under section 720

SCHEDULE 24 — Punishment of Offences Under this Act

SCHEDULE 25 — Companies Act 1981, Section 38, as Originally Enacted

TABLE OF — DERIVATIONS