

*Status: Point in time view as at 01/10/2005.*

*Changes to legislation: There are currently no known outstanding effects for the Friendly Societies Act 1992, SCHEDULE 13E. (See end of Document for details)*

## SCHEDULES

### [<sup>F1</sup>SCHEDULE 13E

Section 69K

#### DISCLOSURES ABOUT RELATED UNDERTAKINGS

##### Textual Amendments

- F1** Sch. 13E inserted (with effect in accordance with art. 1(2) of the amending S.I.) by [The Friendly Societies Act 1992 \(International Accounting Standards and Other Accounting Amendments\) Order 2005 \(S.I. 2005/2211\)](#), art. 1(2), [Sch. para. 6](#)

### PART 1

#### SOCIETIES NOT REQUIRED TO PREPARE CONSOLIDATED GROUP ACCOUNTS

##### *Subsidiary undertakings*

1. (1) The following information must be given with respect to the undertakings that are subsidiary undertakings of the society at the end of the financial year.
  - (2) The name of each subsidiary undertaking must be stated.
  - (3) There must be stated with respect to each subsidiary undertaking—
    - (a) if it is incorporated outside the United Kingdom, the country in which it is incorporated; or
    - (b) if it is incorporated in the United Kingdom, whether it is registered in England and Wales, Scotland or in Northern Ireland.
  - (4) The specific reason why each subsidiary undertaking is not required to be included in consolidated accounts must be stated.

##### *Holdings in subsidiary undertakings*

2. (1) There must be stated in relation to shares of each class held by the society in a subsidiary undertaking—
  - (a) the identity of the class; and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- (2) The shares held by or on behalf of the society itself must be distinguished from those attributed to the society which are held by or on behalf of a subsidiary undertaking.

##### *Financial information about subsidiary undertakings*

3. (1) There must be disclosed with respect to each subsidiary undertaking—

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- (a) the aggregate amount of its capital and reserves as at the end of its relevant financial year; and
  - (b) its profit or loss for that year.
- (2) The information referred to in sub-paragraph (1) need not be given if the society's investment in the subsidiary undertaking is included in the society's accounts by way of the equity method of valuation or if—
- (a) the subsidiary undertaking is not required by any provision of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in the United Kingdom or elsewhere; and
  - (b) the society's holding is less than 50 per cent of the nominal value of the shares in the undertaking.
- (3) Information otherwise required by this paragraph need not be given if it is not material—
- (a) in the case of Friendly Societies Act accounts, for the purpose of giving a true and fair view for the society of the matters set out in section 69B(2) or, where appropriate, section 69F(2); or
  - (b) in the case of IAS accounts, to the requirement under international accounting standards that such accounts achieve a fair presentation.
- (4) For the purposes of this paragraph the “relevant financial year” of a subsidiary undertaking is—
- (a) if its financial year ends with that of the society, that year, and
  - (b) if not, its financial year ending last before the end of the society's financial year.

*Financial years of subsidiary undertakings*

4. Where—
- (a) disclosure is made under paragraph 3(1) with respect to a subsidiary undertaking; and
  - (b) that undertaking's financial year does not end with that of the society,
- there must be stated in relation to that undertaking the date on which its last financial year before the end of the society's financial year ended.

*Significant holdings in bodies corporate other than subsidiary undertakings*

5. (1) The information required by paragraphs 6 and 7 must be given where at the end of the financial year the society has a significant holding in a body corporate which is not a subsidiary undertaking of the society.
- (2) A holding is significant for this purpose if—
- (a) it amounts to 20 per cent or more of the nominal value of the shares in the body corporate; or
  - (b) the amount of the holding (as stated or included in the society's accounts) exceeds one-tenth of the amount (as so stated) of the society's assets.
6. (1) The name of the body corporate must be stated.
- (2) There must be stated—

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- (a) if the body corporate is incorporated outside the United Kingdom, the country in which it is incorporated; and
    - (b) if it is incorporated in the United Kingdom, whether it is registered in England and Wales, Scotland or in Northern Ireland.
  - (3) There must also be stated—
    - (a) the identity of each class of shares in the body corporate held by the society; and
    - (b) the proportion of the nominal value of the shares of that class represented by those shares.
  - (4) Information otherwise required by this paragraph need not be given if it is not required in order for the society's individual accounts and group accounts to give a true and fair view.
7. (1) There must also be stated—
- (a) the aggregate amount of the capital and reserves of the body corporate as at the end of its relevant financial year; and
  - (b) its profit or loss for that year.
- (2) That information need not be given if the investment of the society in all bodies corporate in which it has a significant holding is shown, in aggregate, in the notes to the accounts by way of the equity method of valuation.
- (3) That information need not be given in respect of a body corporate if—
- (a) the body corporate is not required by any provision of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in the United Kingdom or elsewhere; and
  - (b) the society's holding is less than 50 per cent of the nominal value of the shares in the body corporate.
- (4) Information otherwise required by this paragraph need not be given if it is not material—
- (a) in the case of Friendly Societies Act accounts, for the purpose of giving a true and fair view for the society of the matters set out in section 69B(2) or, where appropriate, section 69F(2); or
  - (b) in the case of IAS accounts, to the requirement under international accounting standards that such accounts achieve a fair presentation.
- (5) For the purposes of this paragraph the “relevant financial year” of a body corporate is—
- (a) if its financial year ends with that of the society, that year; and
  - (b) if not, its financial year ending last before the end of the society's financial year.

*Construction of references to shares held by society*

8. (1) References in this Part of this Schedule to shares held by a society shall be construed as follows.
- (2) For the purposes of paragraphs 2 and 3—

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- (a) shares held by a subsidiary undertaking, or by a person acting on behalf of the society or a subsidiary undertaking, are treated as if they were held by the society; but
  - (b) shares held on behalf of a person other than the society or a subsidiary undertaking are not treated as if they were held by the society.
- (3) For the purposes of paragraphs 5 to 7—
- (a) shares held on behalf of a society by any person are treated as if they were held by the society; but
  - (b) shares held on behalf of a person other than the society are not treated as if they were held by the society.
- (4) For the purposes of paragraphs 2 to 7, shares held by way of security shall be treated as if they were held by the person providing the security where—
- (a) apart from the right to exercise them for the purposes of preserving the value of the security, or of realising it, the rights attached to the shares are exercisable only in accordance with his instructions; and
  - (b) the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights attached to the shares are exercisable only in his interests.

## PART 2

### SOCIETIES REQUIRED TO PREPARE CONSOLIDATED ACCOUNTS

#### *Subsidiary undertakings*

9. (1) The following information must be given with respect to the bodies corporate that are subsidiary undertakings of the society at the end of the financial year.
- (2) The name of each body corporate must be stated.
- (3) There must be stated—
- (a) if it is incorporated outside the United Kingdom, the country in which it is incorporated;
  - (b) if it is incorporated in the United Kingdom, whether it is registered in England and Wales, Scotland or in Northern Ireland.
- (4) It must be stated whether the subsidiary undertaking is included in the consolidation and, if it is not, the reason for excluding it from the consolidation must be given.
- (5) It must be stated with respect to each subsidiary undertaking of the society by virtue of which of the conditions specified in section 258 of the Companies Act 1985 (as applied by section 78A of this Act) it is a subsidiary undertaking of the society.
- (6) Sub-paragraph (5) does not apply in relation to a subsidiary undertaking if—
- (a) the relevant condition is that specified in subsection (2)(a) of section 258 of that Act, and
  - (b) the society that is its immediate parent undertaking (within the meaning of section 258 of the Companies Act 1985) holds the same proportion of the shares in the undertaking as it holds voting rights.

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### *Holdings in subsidiary undertakings*

10. (1) The following information must be given with respect to the shares of a subsidiary undertaking held—
- (a) by the society, and
  - (b) by the group,
- and the information required under paragraphs (a) and (b) must (if different) be shown separately.
- (2) There must be stated—
- (a) the identity of each class of shares held, and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.

### *Financial information about subsidiary undertakings not included in the consolidation*

11. (1) There must be shown with respect to each subsidiary undertaking not included in the consolidation—
- (a) the aggregate amount of its capital and reserves as at the end of its relevant financial year, and
  - (b) its profit or loss for that year.
- (2) The information referred to in sub-paragraph (1) need not be given if the group's investment in the subsidiary undertaking is included in the accounts by way of the equity method of valuation or if—
- (a) the subsidiary undertaking is not required by any provision of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in the United Kingdom or elsewhere, and
  - (b) the holding of the group is less than 50 per cent of the nominal value of the shares in the subsidiary undertaking.
- (3) Information otherwise required by this paragraph need not be given if it is not required in order for the society's group accounts to give a true and fair view.
- (4) For the purposes of this paragraph the "relevant financial year" of a subsidiary undertaking is—
- (a) if its financial year ends with that of the society, that year; and
  - (b) if not, its financial year ending last before the end of the society's financial year.

### *Jointly controlled bodies*

12. (1) The following information must be given where a body corporate included in the consolidation has an interest in a jointly controlled body.
- (2) The name of the jointly controlled body must be stated.
- (3) There must be stated—
- (a) if the body corporate is incorporated outside the United Kingdom, the country in which it is incorporated; and
  - (b) if it is incorporated in the United Kingdom, whether it is registered in England and Wales, Scotland or in Northern Ireland.

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- (4) The following information must be given with respect to the shares of the jointly controlled body held—
- (a) by the society; and
  - (b) by the group,
- and the information required under paragraphs (a) and (b) must (if different) be given separately.
- (5) There must be stated—
- (a) the identity of each class of shares in the jointly controlled body held; and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- Other significant holdings of society or group*
13. (1) The information required by paragraphs 14 and 15 must be given where at the end of the financial year the society has a significant holding in a body corporate which is not one of its subsidiary undertakings and does not fall within paragraph 12 (jointly controlled bodies).
- (2) A holding is significant for this purpose if—
- (a) it amounts to 20 per cent or more of the nominal value of the shares in the undertaking; or
  - (b) the amount of the holding (as stated or included in the society's individual accounts) exceeds one-tenth of the amount of the society's assets (as so stated).
14. (1) The name of the body corporate must be stated.
- (2) There must be stated—
- (a) if the body corporate is incorporated outside the United Kingdom, the country in which it is incorporated; and
  - (b) if it is incorporated in the United Kingdom, whether it is registered in England and Wales, Scotland or in Northern Ireland.
- (3) There must also be stated—
- (a) the identity of each class of shares in the body corporate held by the society; and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- (4) The information otherwise required by this paragraph need not be given if it is not material—
- (a) for the purposes of giving a true and fair view for the society and its subsidiary undertakings as a whole, of the matters set out in section 69(F)(2);
  - (b) in the case of IAS accounts, to the requirement under international accounting standards that such accounts achieve a fair presentation.
15. (1) There must be stated—
- (a) the aggregate amount of the capital and reserves of the body corporate as at the end of its relevant financial year; and
  - (b) its profits or loss for that year.
- (2) That information need not be given in respect of a body corporate if—

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- (a) the body corporate is not required by any provision of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in the United Kingdom or elsewhere; and
  - (b) the society's holding is less than 50 per cent of the nominal value of the shares in the undertaking.
- (3) Information otherwise required by this paragraph need not be given if it is not material—
  - (a) for the purposes of giving a true and fair view for the society and its subsidiary undertakings as a whole, of the matters set out in section 69(F)(2);
  - (b) in the case of IAS accounts, to the requirement under international accounting standards that such accounts achieve a fair presentation.
- (4) For the purposes of this paragraph the “relevant financial year” of an undertaking is—
  - (a) if its financial year ends with that of the society, that year; and
  - (b) if not, its financial year ending last before the end of the society's financial year.
- 16. (1) The information required by paragraphs 17 and 18 must be given where at the end of the financial year the group has a significant holding in a body corporate which is not a subsidiary undertaking of the society and does not fall within paragraph 12 (jointly controlled bodies).
- (2) A holding is significant for this purpose if—
  - (a) it amounts to 20 per cent or more of the nominal value of the shares in the body corporate; or
  - (b) the amount of the holding (as stated or included in the group accounts) exceeds one-tenth of the amount of the group's assets (as so stated).
- 17. (1) The name of the body corporate must be stated.
- (2) There must be stated—
  - (a) if the body corporate is incorporated outside the United Kingdom, the country in which it is incorporated; and
  - (b) if it is incorporated in the United Kingdom, whether it is registered in England and Wales, Scotland or in Northern Ireland.
- (3) There must also be stated—
  - (a) the identity of each class of shares in the body corporate held by the group; and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- (4) Information otherwise required by this paragraph need not be given if it is not required in order for the society's group accounts to give a true and fair view.
- 18. (1) There must be stated—
  - (a) the aggregate amount of the capital and reserves of the body corporate as at the end of its relevant financial year; and
  - (b) its profit or loss for that year.
- (2) That information need not be given if—

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- (a) the body corporate is not required by any provision of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in the United Kingdom or elsewhere; and
  - (b) the holding of the group is less than 50 per cent of the nominal value of the shares in the undertaking.
- (3) Information otherwise required by this paragraph need not be given if it is not material—
- (a) for the purposes of giving a true and fair view for the society and its subsidiary undertakings as a whole, of the matters set out in section 69(F)(2);
  - (b) in the case of IAS accounts, to the requirement under international accounting standards that such accounts achieve a fair presentation.
- (4) For the purposes of this paragraph the “relevant financial year” of an undertaking is—
- (a) if its financial year ends with that of the society, that year; and
  - (b) if not, its financial year ending last before the end of the society’s financial year.

*Construction of references to shares held by society or group*

19. (1) References in this Part of this Schedule to shares held by the society or the group shall be construed as follows.
- (2) For the purposes of paragraphs 10, 12(4) and (5) and 13 to 15—
- (a) shares held on behalf of a society by any person are treated as if they were held by the society; but
  - (b) shares held on behalf of a person other than the society are not treated as if they were held by the society.
- (3) References to shares held by the group are to any shares held by or on behalf of the society or any of its subsidiary undertakings; but shares held on behalf of a person other than the society or any of its subsidiary undertakings are not treated as if they were held by the group.
- (4) Shares held by way of security are treated as if they were held by the person providing the security—
- (a) where apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights attached to the shares are exercisable only in accordance with his instructions; or
  - (b) where the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of security, or of realising it, the rights attached to the shares are exercisable only in his interests.

*Interpretation: general*

20. In this Schedule “group” means a friendly society and its subsidiary undertakings.]



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